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SEC 1972 (6-Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

JUL 1 8 2004

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response...1

SEC USE ONLY
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| Name of Offering ([] check if this is an a | mendment and name has changed, | , and indicate change | e.) | | |
|--|---|-----------------------|--|---|--|
| Filing Under (Check box(es) that apply): | [] Rule 504 [] Rule 505 | [X] Rule 506 | [] Section 4(6) | []ULOE | |
| Type of Filing: [X] New Filing [] Am | endment | | | | |
| , | A. BASIC IDI | ENTIFICATION DAT | Α · | | |
| Enter the information requested about | t the issuer | | | | |
| Name of Issuer ([] check if this is an ar | mendment and name has changed, | and indicate change. |) Graphic Controls L | LC . | |
| Address of Executive Offices (Num 369 Franklin Street, Buffalo, New York | ber and Street, City, State, Zip Code k 14202 | e) Telephor | e Number (Including (716) 857-6000 | Area Code) | |
| Address of Principal Business Operation (if different from Executive Offices) | s (Number and Street, City, State, | Zip Code) Teleph | one Number (Includin | g Area Code) | |
| Brief Description of Business The Com | pany manufactures, distributes, d | develops and sells o | charts and markers. | | |
| Type of Business Organization | | | /] - 6 / - | £ .>. | |
| [] corporation [] business trust | [] limited partnership, already form [] limited partnership, to be forme | • | I other (please speci Limited liability co | • / | |
| | | Month Year | integration and the Market of Ather Collecting and Collecting Annual Collection (Collection Collection Collect | *************************************** | |
| Actual or Estimated Date of Incorporation Jurisdiction of Incorporation or Organizat | • • | | r State: | Estimated | |

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JUL 15 2004

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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D'or Section 4(6), 17 CFR 230:501 et seq. or 15-U.S.C. - 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer:
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

| Check Box(es) that Apply: | [X] Promoter [] Beneficial Owner | [X] Executive Officer |] General and/or Managing Partner | | |
|---|--|-----------------------|--------------------------------------|---|--|
| Full Name (Last name first, i Dunbar, John F. Jr. | if individual) | | | - | |
| Business or Residence Addi 369 Franklin Street, Buffal | ress (Number and Street, City, State, Zip o, New York 14202 | Code) | | | |

| Check Box(es) that Apply: | [X] Promoter [] Beneficial Owner | [X] Executive Officer | [X] Director/ [] General and/or Manager Managing Partner | |
|--|--|--|--|---|
| Full Name (Last name first, DelZoppo, James C. | f individual) | The state of the s | | |
| Business or Residence Addi 369 Franklin Street, Buffal | ress (Number and Street, City, State, Zip o, New York 14202 | Code) | | |
| Check Box(es) that Apply: | [X] Promoter [] Beneficial Owner | [X] Executive Officer | [X] Director/ [] General and/or Manager Managing Partner | |
| Full Name (Last name first, i Martin, Dennis C. | f individual) | | | 9944 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 - 1984 |
| Business or Residence Addr 369 Franklin Street, Buffalo | ess (Number and Street, City, State, Zip o, New York 14202 | Code) | | |
| Check Box(es) that Apply: | [] Promoter [X] Beneficial Owner | [] Executive Officer | [] Director/ [] General and/or Manager Managing Partner | • |
| Full Name (Last name first, i | f individual) | | | |
| Business or Residence Addr 369 Franklin Street, Buffald | ess (Number and Street, City, State, Zip o, New York 14202 | Code) | | |
| | | | | |
| Check Box(es) that Apply: | [] Promoter [] Beneficial Owner | [] Executive Officer | [] Director [] General and/or Managing Partner | |
| Full Name (Last name first, it | individual) | Market (1997) - Province (1997) - Province (1997) | | munda fin ingan mini fin fin a manan mungapan kalaban ngapapang managan agam. I |
| Business or Residence Addr | ess (Number and Street, City, State, Zip | Code) | | |
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| Full Name (Last name first, if | individual) | Michael de 1977 - George Charles (Comment de 1974), para est de 1974 - George Charles | | |
| Business or Residence Addre | ess (Number and Street, City, State, Zip | Code) | | |
| Check Box(es) that Apply: | [] Promoter [] Beneficial Owner | [] Executive Officer | [] Director/ [] General and/or Manager Managing Partner | |
| Full Name (Last name first, if | individual) | ************************************** | n och en | |
| Business or Residence Addre | ess (Number and Street, City, State, Zip | Code) | | |

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| | | | | | 1.4 | B. INF | ORMATIO | N ABOUT | OFFERING | | , | | | | | |
|----------------------------|--|-------------------------------------|-------------------------------------|---|---|---|----------------------------|---|--|---|---------------------------|--|--------------------|---|--|---|
| 1. Has | the issue | r sold, or | does the is | | | | | | s offering?. | | | Yes [] | No [X] | | | |
| 2 W/hs | at is the m | inimum in | vestment | | | - | | filing under | | | | \$4,500 | ì | | | |
| | | | | | | | | | | | | Yes | No | | | |
| | | ٠. | • | | | | | | | | | [-] | [X] | | | |
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| Full Na | me (Last | name firs | t, if individ | ual) | | | | | | | | | | | | |
| Busine | ss or Res | idence Ad | ldress (Nu | mber and | Street, Cit | y, State, Z | ip Code) | | | | | | - | · · · · · · · · · · · · · · · · · · · | | 1 |
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| Full Na | me (Last | name first | , if individu | ual) | | | | | 'y . | | | ······································ | | | | |
| Busine | ss or Resi | dence Ad | dress (Nu | mber and | Street, City | , State, Zi | p Code) | | | | | ····· | ·············· | | *************************************** | |
| Name o | of Associa | ited Broke | r or Deale | | | | | | | | | | | ······································ | *************************************** | |
| States | in Which I | Person Lis | sted Has S | Solicited or | Intends to | Solicit Pu | rchasers | ************************************** | | | | | | *************************************** | | |
| (Check | "All States | or check | individual | States) | ••••• | | | | | 1 |] All States | | | | | |
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| [MT] | [NE] | [VV] | [NH] | [NJ] | [MM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] | | | | |
| (RI) | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [AV] | [WA] | [WV] | [WI] | [WY] | [PR] | | | | |
| Full Na | me (Lastı | name first | , if individu | ual) | | | | | | | · | | | | | |
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| C | OFFERING PRICE | NUMBER OF INVESTORS. | FYPENSES | AND USE | OF PROCE | EDS |
|----|-----------------|----------------------|----------|---------|----------|-----|
| u. | OFFERING PRICE, | HUMBER OF HAVESTORS. | EVLENGES | AND USE | UF PKULE | こいつ |

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box X" and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Aiready Type of Security Offering Price Sold Debt (includes associated warrants)..... 0 7.988,000 Equity [X] Common [X] Preferred Convertible Securities..... Partnership Interests Other (Specify Cash Settlement Option 12,000 12,000 Total 8,000,000 8.000.000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors *,000,000* Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months *Includes \$4,500 sale to one Canadian prior to the first sale of securities in this offering. Classify securities by type listed in Part Cinvestor not reflected on Appendix. Question 1. **Dollar Amount** Type of Security Sold Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the

securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| Transfer Agent's Fees | [] \$0 |
|---|-----------------------|
| Printing and Engraving Costs | [] \$0 |
| Legal Fees | [X] \$ <u>250,000</u> |
| Accounting Fees | [X] \$ <u>75,000</u> |
| Engineering Fees | [] \$0 |
| Sales Commissions (specify finders' fees separately) | [] \$0 |
| Other Expenses (identify) Investment banking fees, debt closing fees and offering memorandum fees | [X]\$ <u>500,000</u> |
| Total | [X]\$ <u>825.000</u> |
| | |

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 7,175,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| Salaries and fees |
|--|
| Purchase of real estate |
| Purchase, rental or leasing and installation of machinery and equipment |
| Construction or leasing of plant buildings and facilities |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) |
| Repayment of indebtedness |
| Working capital |
| Other (specify): |
| |
| Column Totals |
| Total Payments Listed (column totals added) |

| Payments to | |
|------------------|---------------------|
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D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| Issuer (Print or Type) | Signature Date |
|--------------------------------|---------------------------------|
| Graphic Controls LLC | May 20, 2004 |
| Name of Signer (Print or Type) | Title of Signer (Print or Type) |
| James C. DelZoppo | Secretary |
| | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

Yes No

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

| Issuer (Print or Type) | ↑ Signature Date |
|--------------------------------|-----------------------|
| Graphic Controls LLC | May 20, 2004 |
| Name of Signer (Print or Type) | Title (Print or Type) |
| James C. DelZoppo | Secretary |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | 2 | ? | 3 | | | 4 | , . | 5 Disquali | footier | |
|----------|---|--|--|-------------------------|--|--|--------|--|------------------------------------|--|
| | Intend to sell to non-accredited investors in State (Part B-Item 1) | | non-accredited offering price offered in state | | | Type of investor and amount purchased in State (Part C-Item 2) | | | | |
| | | | | Number of Accredited | | Number of Non-Accredited | | | | |
| State | Yes | No | | Investors | Amount | Investors | Amount | Yes | No | |
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^{*} The aggregate offering price in all-states is \$8,000,000. As of the date of this Form D, \$8,000,000 has been sold, leaving \$0 to be offered. As noted in Section C, \$4,500 was sold to a Canadian investor not reflected on this Appendix.

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002